

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>FIELDWOOD ENERGY III LLC, et al.</p> <p>Post-Effective Date Debtors.¹</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 20-33948 (MI)</p> <p>(Jointly Administered)</p> <p>Re: ECF No. 2093</p>
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**CERTIFICATE OF COUNSEL TO FOURTH AND FINAL FEE APPLICATION OF
WEIL, GOTSHAL & MANGES LLP, ATTORNEYS FOR DEBTORS, FOR
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED DURING (I) FOURTH FEE PERIOD OF MAY 1, 2021 THROUGH AND
INCLUDING AUGUST 27, 2021, AND (II) FINAL COMPENSATION PERIOD OF
AUGUST 3, 2020 THROUGH AND INCLUDING AUGUST 27, 2021**

1. On October 12, 2021, the Plan Administrator in the above-captioned cases filed the *Fourth and Final Fee Application of Weil, Gotshal & Manges LLP, Attorneys for Debtors, for Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred During (i) Fourth Fee Period of May 1, 2021 Through and Including August 27, 2021, and (ii) Final Compensation Period of August 3, 2020 Through and Including August 27, 2021* (the “**Final Fee Application**”) (ECF No. 2093). Objections to the Final Fee Application were required to be filed and served by November, 2, 2021 (the “**Objection**

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “**Post-Effective Date FWE I Subsidiaries**”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

Deadline”).

2. On November 1, 2021, (i) Weil, Gotshal & Manges (“**Weil**”) and the Plan Administrator entered into that certain *Stipulation Regarding Response Deadline to Weil, Gotshal & Manges LLP Fee Application* (ECF No. 2122), and (ii) Weil and the United States Trustee for Region 7 (the “**U.S. Trustee**”) entered into that certain *Stipulation Extending Deadline of United States Trustee to Object to Weil, Gotshal & Manges LLPs Fourth Interim and Final Fee Application* (ECF No. 2120) (together, the “**First Extension Stipulations**”). Pursuant to the First Extension Stipulations, the Objection Deadline was extended through and including November 16, 2021, solely as to the Plan Administrator and the U.S. Trustee.

3. On November 15, 2021, Weil and the Plan Administrator entered into that certain *Second Stipulation Regarding Response Deadline to Weil, Gotshal & Manges LLP Fee Application* (ECF No. 2205), and on November 16, 2021, Weil and the U.S. Trustee entered into that certain *Stipulation Extending Deadline of United States Trustee to Object to Weil, Gotshal & Manges LLPs Fourth Interim and Final Fee Application* (ECF No. 2207) (together, the “**Second Extension Stipulations**”). Pursuant to the Second Extension Stipulations, the Objection Deadline was further extended through and including November 19, 2021, solely as to the Plan Administrator and the U.S. Trustee.

4. The amount of professional fees and expenses requested for final Court Approval in the Final Fee Application for the period commencing May 1, 2021 through and including August 27, 2021 (the “**Fourth Fee Period**”) is \$13,645,027.24 (the “**Fourth Fee Period Amount**”), and the total amount of professional fees and expenses requested for final Court Approval in the Final Fee Application is \$33,373,954.64 (the “**Final Fee Amount**”). Prior to the expiration of the Objection Deadline, Weil received informal comments from the U.S. Trustee to the relief requested

in the Final Fee Application. To resolve any potential objection of the U.S. Trustee to the Final Fee Application, Weil has agreed to voluntarily reduce the Fourth Fee Period Amount by \$47,570.13 to \$13,597,457.11 (the “**Adjusted Fourth Fee Period Amount**”), resulting in a reduction of the Final Fee Amount to \$33,326,384.51 (the “**Adjusted Final Fee Amount**”). A revised version of the proposed order attached to the Final Fee Application (the “**Original Proposed Order**”) reflecting the Adjusted Fourth Fee Period Amount and the Adjusted Final Fee Amount is attached hereto as **Exhibit A** (the “**Revised Proposed Order**”).

5. In accordance with paragraph 45 of the *Procedures for Complex Chapter 11 Cases in the Southern District of Texas*, the undersigned counsel files this Certificate of Counsel and represents to the Court that all known objections have been resolved by the agreed form of order.

6. Therefore, Weil respectfully requests entry of the Revised Proposed Order attached hereto as **Exhibit A**. A blackline of the Revised Proposed Order marked against the Original Proposed Order filed with the Final Fee Application is attached hereto as **Exhibit B**.

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Date: November 22, 2021
Houston, Texas

s/ Alfredo R. Pérez

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Certificate of Service

I hereby certify that on November 22, 2021, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez
Alfredo R. Pérez